

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
15375 MEMORIAL CORPORATION, <i>et al.</i> ,	)	
	)	Case No. 06-10859 (KG)
Debtors.	)	(Jointly Administered)
	)	
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SANTA FE MINERALS, INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Adversary No. 06-50822 (KG)
	)	
BEPCO, L.P., formerly known as BASS	)	
ENTERPRISES PRODUCTION COMPANY,	)	
	)	
Defendant.	)	
	)	
GLOBALSANTAFE CORPORATION,	)	
GLOBALSANTAFE CORPORATE	)	
SERVICES, INC. AND ENTITIES	)	
HOLDINGS, INC.,	)	
	)	
Intervenors.	)	
	)	

**STATEMENT OF ISSUES AND DESIGNATION OF ITEMS  
TO BE INCLUDED IN RECORD ON APPEAL BY  
APPELLANT BEPCO, L.P., F/K/A BASS ENTERPRISES  
PRODUCTION COMPANY REGARDING  
BANKR. D.I. 291 & 292 AND ADV. D.I. 164 & 165**

BEPCO, L.P., f/k/a Bass Enterprises Production Company (“BEPCO” or “Appellant”) by its undersigned attorneys, hereby submits, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure and Rule 8006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, its statement of issues to be presented on appeal and the items to be included in the record on appeal of the Findings of Fact and Conclusions of Law (Bankr. D.I. 291; Adv. D.I. 164) (the “Opinion” or

“Op.”) and Order (Bankr. D.I. 292; Adv. D.I. 165) (the “Order”), both entered by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) in the above-captioned bankruptcy case and adversary proceeding on February 15, 2008.<sup>1</sup>

### **STATEMENT OF ISSUES ON APPEAL**

Appellant states the following issues on appeal:<sup>2</sup>

1. Whether the Bankruptcy Court erred in denying BEPCO’s motion to dismiss the Debtors’ chapter 11 cases for lack of good faith, notwithstanding its findings on a largely undisputed record, *inter alia*, that:

- a. The Debtors’ chapter 11 cases were “not filed in furtherance of preserving any going concern or maximizing value of any non-insurance assets” (Op. at 66);
- b. The Debtors’ “assets other than insurance proceeds are negligible . . .” (Op. at 67);
- c. As of the commencement of the bankruptcy cases, the Debtors had no funds other than \$100,000 advanced by one of the GSF Entities to Memorial pursuant to a note issued in contemplation of the Debtors’ bankruptcy filing (Op. at 24-25);
- d. “[T]here [is no] reason to believe that the proceeds of the liability insurance policies will be insufficient to satisfy all claims presented” (Op. at 66);
- e. “[I]t is highly doubtful, given the circumstances of these cases, that the Debtors have any equitable interest in the proceeds of the liability insurance policies at issue . . . or in the Alter Ego Claims” (Op. at 74);

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<sup>1</sup> Appellees in this appeal are (i) 15375 Memorial Corporation (“Memorial”) and Santa Fe Minerals, Inc. (“Santa Fe,” and together with Memorial, the “Debtors”), debtors and debtors-in-possession, and (ii) GlobalSantaFe Corporation (“GlobalSantaFe”), GlobalSantaFe Corporate Services Inc. (“GSFCSI”) and Entities Holdings, Inc. (collectively, with GlobalSantaFe and GSFCSI, the “GSF Entities”), non-debtor affiliates of the Debtors.

<sup>2</sup> To the extent applicable, the statement of the issues to be presented set forth herein incorporates by reference the statement of issues to be presented set forth in Statement Of Issues And Designation Of Items To Be Included In Record On Appeal By Appellant BEPCO, L.P., f/k/a Bass Enterprises Production Company Regarding Bankr. D.I. 323 & 324 And Adv. D.I. 193 & 194.

- f. While certain liability insurance policies were reviewed and notices were sent to certain of the insurance companies during the pendency of their bankruptcy cases, those activities were performed by personnel of one of the GSF Entities, were “undertaken for the benefit of the entire GlobalSantaFe corporate family” and their “overall goal . . . was to compile a database of policies that could be reviewed as claims came up against any [GlobalSantaFe] entity, whether it be the Debtors or others” (Op. at 35-36);
- g. “The Court is not satisfied that the Debtors have the necessary incentive to pursue its insurers . . .” (Op. at 73);
- h. The Debtors’ estates are administratively insolvent, have experienced a cash shortfall throughout these cases, and because “[t]he Debtors have no reliable source of income, . . . the only likely outcome is that the cash shortfall will continue to increase.” (Op. at 46-48);
- i. The Debtors have allowed more than \$350,000 in professional fees and alleged intercompany obligations to the GSF Entities to accrue (and for which no formal applications for allowance and payment have yet been filed) and currently have no funds with which to satisfy such obligations (Op. at 48);
- j. The only chapter 11 plan ever filed by the Debtors in the more than 20 months the chapter 11 cases have been pending (i) contained “no commitment from any insurer to fund the distributions to claimants such as BEPCO” (Op. at 70), (ii) offered no “effective mechanism that would ensure that insurance recoveries could be procured on a more expedited basis than were BEPCO left to its own devices” (Op. at 70), (iii) was conditioned on the grant to the GSF Entities of “a permanent injunction” notwithstanding the Debtors’ inability “to demonstrate that this is the rare case where such extraordinary relief is appropriate” (Op. at 77), and (iv) would grant the “GSF Entities . . . the protection of releases and channeling injunctions well before they may ever be called upon to provide any material assistance to the Plan trustee” (Op. at 70);
- k. Santa Fe, which has been “dissolved since December 2000”, “has no officers, directors or employees and engages in no business”, and its “defunct status is undisputed and a matter of public record in these cases” (Op. at 7);
- l. “Memorial is . . . a holding company with no employees and engages in no business other than to act as the sole shareholder of Santa Fe,” which had previously dissolved and then had its dissolution revoked “under the advice of counsel in litigation” (Op. at 5-6);
- m. Each of the Debtors is a wholly-owned subsidiary of GlobalSantaFe Corporation, which, with other members of its corporate family, is one of the world’s largest offshore oil and gas drilling contractors and a leading provider of drilling services (Op. at 7);

- n. At all times from and after commencement of the Debtors' chapter 11 cases, all directors of Memorial have been officers of GlobalSantaFe, and most, if not all, officers of Memorial have been officers of GlobalSantaFe or other non-debtor members of its corporate family (Op. at 10);
- o. David E. Faure, the Debtors' sole representative in the chapter 11 cases who has sole responsibility for the Debtors' alleged efforts to recover funds from the GSF Entities, reports directly to the General Counsel of GlobalSantaFe and testified at trial "that the filing of a lawsuit against [GlobalSantaFe] on behalf of the Debtors to facilitate the return of upstreamed funds would jeopardize his job" (Op. at 9-10);
- p. Approximately one week prior to the filing of the Debtors' chapter 11 cases, David E. Faure caused Memorial to execute a note pursuant to which it agreed, *inter alia*, that (i) "it accepts all liabilities existing or arising from the activities of Santa Fe", (ii) "it is not a single business enterprise with . . . GlobalSantaFe Corporation . . . or any affiliate of GlobalSantaFe Corporation", and (iii) to defend and indemnify its immediate parent, one of the GSF Entities, from all claims related to Santa Fe's operations (Op. at 23-24);
- q. At the time the Debtors commenced their chapter 11 cases, "[t]he Debtors were aware that the Tebow Plaintiffs were seeking \$320 million from Santa Fe and BEPCO for remediation of" property allegedly damaged primarily through Santa Fe's activities thereon and that the Tebow Plaintiffs would dismiss Santa Fe from the litigation were it to file bankruptcy (Op. at 16);
- r. At the time the Debtors commenced their chapter 11 cases, the Debtors and the GSF Entities were aware that both the Tebow Plaintiffs and BEPCO had threatened to pursue GlobalSantaFe Corporation under Louisiana's single business enterprise doctrine, which is akin to alter ego liability (Op. at 22-23);
- s. "A motivation for the filing of the Debtors' bankruptcy cases was to cut off the potential future exposure of the [non-debtor] GSF Entities for claims made against the Debtors." (Op. at 22); and
- t. Aside from the proofs of claim filed by BEPCO, the insider GSF Entities and Santa Fe's own professionals, only ten (10) proofs of claim have been filed in the Debtors' bankruptcy cases, (i) six (6) of which are claims by taxing authorities that "relate primarily to property of non-debtor affiliates and do not represent obligations of the debtors" (Op. at 29) and (ii) two (2) of the proofs of claim relate to personal injury actions concerning which the coverage may be available under "insurance policies separate and distinct from those likely to provide coverage for BEPCO's claims" (Op. at 68).

2. Whether the Bankruptcy Court erred in denying the requested dismissal or conversion of the Debtors' chapter 11 cases pursuant to section 1112(b)(1) of title 11 of the United States Code (as amended, the "Bankruptcy Code") for "cause", including: (a) "substantial or continuing loss to or diminution of the estate and the absence of a reasonable likelihood of rehabilitation" under section 1112(b)(4)(A) of the Bankruptcy Code; (b) the Debtors' inability to effectuate a plan; (c) the Debtors' unreasonable delay that is prejudicial to creditors; (d) the Debtors' gross mismanagement of their estates under section 1112(b)(4)(B) of the Bankruptcy Code, including the dereliction of their fiduciary duties to their estates and creditors; and (e) the Debtors' provision of incomplete and misleading information to the Bankruptcy Court and parties in interest about the condition of their estates.

3. Whether the Bankruptcy Court erred in failing to dismiss Santa Fe's bankruptcy case on the basis of its ineligibility to be a chapter 11 debtor under section 109(d) of the Bankruptcy Code, notwithstanding that it was absolutely impossible for Santa Fe to reorganize under chapter 11 because its dissolution had become irrevocable long before its bankruptcy case was filed.

4. Whether the Bankruptcy Court erred in not awarding BEPCO its reasonable fees (including attorneys' fees) and costs incurred as a result of the Debtors' bad faith bankruptcy filing.

**DESIGNATION OF ITEMS TO BE  
INCLUDED IN RECORD ON APPEAL**

Appellant hereby designates the following items to be included in the record on appeal:

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**Bankruptcy Pleadings From Bankr. Case No. 06-10859 and Adv. Pro. No. 06-50822**

<u>TAB NO.</u>	<u>D.I. NO.</u>	<u>ADV. D.I. NO.</u> (If Applicable)	<u>TRIAL EXHIBIT NO.</u>	<u>DESCRIPTION OF PLEADING/EVIDENCE</u>
1	1	N/A	B-Exh. 118	August 16, 2006 Chapter 11 Voluntary Petition (15375 Memorial Corporation) (D.I. 1)
2	4	N/A	B-Exh. 120	August 22, 2006 Application to Employ/Retain Stevens & Lee, P.C. as Counsel to Debtors and Debtors in Possession
3	5	N/A	B-Exh. 121	August 22, 2006 Statement of Stevens & Lee, P.C. Under Federal Rule of Bankruptcy Procedure 2016, Local Rule 2016-1 and 11 U.S.C. Section 329
4	6	N/A	B-Exh. 119	August 22, 2006 Combined List of Creditors Holding 20 Largest Unsecured Claims (15375 Memorial Corporation)
5	N/A	1	B-Exh. 179	September 8, 2006 Verified Complaint for Declaratory and Preliminary and Permanent Injunctive Relief
6	N/A	3	N/A	September 8, 2006 Motion for Preliminary and Declaratory Injunctive Relief
7	N/A	4	N/A	September 8, 2006 Memorandum of Law in Support of Motion for Preliminary and Declaratory Injunctive Relief
8	19	N/A	B-Exh. 127	September 15, 2006 Schedules of Assets and Liabilities (15375 Memorial Corporation)



9	19	N/A	B-Exh. 128	September 15, 2006 Statement of Financial Affairs (15375 Memorial Corporation)
10	21	N/A	B-Exh. 122	September 29, 2006 Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company, For Order (I) Dismissing Debtors' Chapter 11 Cases For Bad Faith, Cause Under 11 U.S.C. Section 1112(b) And Ineligibility Under 11 U.S.C. Section 109, (II) Dismissing Or Suspending Debtors' Chapter 11 Cases Under 11 U.S.C. Section 305(a)(1), (III) Converting Debtors' Chapter 11 Cases To Cases Under Chapter 7 Of The Bankruptcy Code Pursuant To 11 U.S.C. Section 1112(b), (IV) Appointing A Trustee Pursuant To 11 U.S.C. Section 1104(a) Or (V) Appointing An Examiner Pursuant To 11 U.S.C. Section 1104(c)
11	22	N/A	B-Exh. 123	September 29, 2006 Memorandum Of Law In Support Of Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company, For Order (I) Dismissing Debtors' Chapter 11 Cases For Bad Faith, Cause Under 11 U.S.C. Section 1112(b) And Ineligibility Under 11 U.S.C. Section 109, (II) Dismissing Or Suspending Debtors' Chapter 11 Cases Under 11 U.S.C. Section 305(a)(1), (III) Converting Debtors' Chapter 11 Cases To Cases Under Chapter 7 Of The Bankruptcy Code Pursuant To 11 U.S.C. Section 1112(b), (IV) Appointing A Trustee Pursuant To 11 U.S.C. Section 1104(a) Or (V) Appointing An Examiner Pursuant To 11 U.S.C. Section 1104(c)

12	23	N/A	B-Exh. 124	September 29, 2006 Motion For Modification Of The Automatic Stay Under 11 U.S.C. Section 362
13	24	8	B-Exh. 126	September 29, 2006 Declaration of Gregory W. Werkheiser (excluding exhibits)
14	25	N/A	N/A	September 29, 2006 Motion for Order Shortening and Limiting Notice of BEPCO, L.P., f/k/a Bass Enterprises Production Company, for Modification of the Automatic Stay Pursuant to 11 U.S.C. § 362 and Motion of BEPCO, L.P., f/k/a (I) Dismissing Debtors' Chapter 11 Cases For Bad Faith, Cause Under 11 U.S.C. Section 1112(b) And Ineligibility Under 11 U.S.C. Section 109, (II) Dismissing Or Suspending Debtors' Chapter 11 Cases Under 11 U.S.C. Section 305(a)(1), (III) Converting Debtors' Chapter 11 Cases To Cases Under Chapter 7 Of The Bankruptcy Code Pursuant To 11 U.S.C. Section 1112(b), (IV) Appointing A Trustee Pursuant To 11 U.S.C. Section 1104(a) Or (V) Appointing An Examiner Pursuant To 11 U.S.C. Section 1104(c) Or, Alternatively, (B) Lifting the Automatic Stay Imposed by Section 362 of the Bankruptcy Code on An Interim Basis
15	26	N/A	B-Exh. 125	September 29, 2006 Memorandum Of Law In Support Of Motion For Modification Of The Automatic Stay Under 11 U.S.C. Section 362



16	N/A	9	B-Exh. 180	September 29, 2006 Memorandum of Law in Opposition to Santa Fe Minerals, Inc.'s Motion for Preliminary Declaratory and Injunctive Relief
17	34	N/A	B-Exh. 129	October 3, 2006 Motion for Order Authorizing Debtors to Enter into Management Agreement and to Incur Credit Pursuant to 11 U.S.C. § 364(c)(1) (15375 Memorial Corporation)
18	35	N/A	N/A	October 3, 2006 Application for Order Pursuant to 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 2014 Authorizing Debtors-in-Possession to Retain Kean, Miller, Hawthorne, D'Armond, McCowan & Jarman, L.L.P. as Special Counsel
19	36	N/A	B-Exh. 130	October 4, 2006 Initial Monthly Operating Report (15375 Memorial Corporation)
20	N/A	11	B-Exh. 181	October 6, 2006 Complaint In Intervention For Declaratory And Preliminary And Permanent Injunctive Relief, attached as Exhibit 1 to Opening Brief in Support of Motion to Intervene
21	44	N/A	B-Exh. 131	October 9, 2006 Amended Schedule B – Personal Property (15375 Memorial Corporation)
22	44	N/A	B-Exh. 132	October 9, 2006 Declaration Concerning Debtors' Amended Schedules (15375 Memorial Corporation)

23	45	N/A	B-Exh. 133	October 10, 2006 Order Setting Scheduled With Respect To Pending Adversary Proceeding And With Respect To the Motions Filed By BEPCO, L.P., f/k/a Bass Enterprises Production Company
24	52	N/A	B-Exh. 134	October 13, 2006 Affidavit of Richard S. Pabst, sworn on October 13, 2006 (attached as Exhibit B to Debtors' Brief in Opposition to Motion of BEPCO, L.P., f/k/a Bass Enterprises Production Company, for Order Dismissing Cases and for Order Dismissing Case of Santa Fe Minerals, Inc. Pursuant to 11 U.S.C. Section 109 (D.I. 52))
25	53	N/A	N/A	October 13, 2006 Limited Response of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services Inc., and Entities Holdings, Inc.'s Limited Response to Motion of BEPCO, L.P. f/k/a Bass Enterprises Production Company for Order Dismissing Debtors' Chapter 11 Cases for Bad Faith, Cause Under 11 U.S.C. § 1112(b) and Ineligibility Under 11 U.S.C. § 109 [Docket No. 21]
26	N/A	20	B-Exh. 182	October 13, 2006 Memorandum of Law Of BEPCO, L.P., f/k/a Bass Enterprises Production Company, In Opposition To Motion To Intervene Of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services Inc. And Entities Holdings, Inc.
27	55	N/A	B-Exh. 135	October 17, 2006 Monthly Operating Report (August, 2006) (15375 Memorial Corporation)

28	56	N/A	N/A	October 17, 2006 Limited Objection of BEPCO, L.P., f/k/a Bass Enterprises Production Company, to the Application for Order Pursuant to 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 2014 Authorizing Debtors-in-Possession to Retain Kean, Miller, Hawthorne, D'Armond, McCowan & Jarman, L.L.P. as Special Counsel
29	57	N/A	B-Exh. 136	October 17, 2006 Memorandum of Law (Reply) Of BEPCO, L.P., f/k/a Bass Enterprises Production Company In Further Support Of Motion To Dismiss Debtors' Chapter 11 Cases For Bad Faith And To Dismiss Chapter 11 Case Of Santa Fe Minerals, Inc. For Ineligibility Under 11 U.S.C. Section 109
30	58	N/A	N/A	October 17, 2006 Objection to Debtors' Motion for Order Authorizing Debtors to Enter Into Management Agreement and to Incur Credit Pursuant to 11 U.S.C. § 364(c)(1)
31	62	N/A	B-Exh. 137	October 19, 2006 Monthly Operating Report (September, 2006) (15375 Memorial Corporation)
32	65	26	B-Exh. 229	Transcript of Hearing held on October 4, 2006
33	N/A	27	B-Exh. 183	October 24, 2006 Order Permitting GlobalSantaFe Corporation, GlobalSantaFe Corporate Services, Inc., and Entities Holdings, Inc. to Intervene

34	68	N/A	B-Exh. 138	October 31, 2006 Order Authorizing Retention of Kean Miller Hawthorne D'Armond McCowan & Jarman, L.L.P. As Special Counsel To Debtors and Debtors in Possession
35	69	N/A	B-Exh. 139	October 31, 2006 Order Granting Motion For Order Authorizing Debtors To Enter Into Management Agreement And To Incur Credit
36	70	N/A	B-Exh. 230	Transcript of Hearing held on October 19, 2006
37	71	N/A	B-Exh. 140	November 3, 2006 Debtors' Combined Brief in Opposition to Motions of Bepco, L.P., f/k/a Bass Enterprises Production Company, for Orders (I) (A) Dismissing or Converting Cases to Chapter 7 Cases, or (B) Appointing a Chapter 11 Trustee, or (C) Appointing an Examiner, and (II) for Modification of the Automatic Stay Under 11 U.S.C. Section 362; and Reply Brief of Santa Fe Minerals, Inc. in Support of Motion for Preliminary Declaratory and Injunctive Relief
38	N/A	28	B-Exh. 184	November 3, 2006 Verified Answer to Complaint For Declaratory and Preliminary and Permanent Injunctive Relief
39	N/A	29	B-Exh. 185	November 3, 2006 Answer to Complaint In Intervention For Declaratory and Preliminary and Permanent Injunctive Relief

40	72	30	N/A	November 11, 2006 Response in Opposition of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services Inc., and Entities, Holdings, Inc. to Motions of BEPCO, L.P. f/k/a Bass Enterprises Production Company for Orders (I)(A) Dismissing or Converting Cases to Chapter 7 Cases or (B) Appointing a Chapter 11 Trustee or (C) Appointing an Examiner and (II) for Modification of the Automatic Stay and Brief in Support of Santa Fe Minerals for Preliminary, Declaratory and Injunctive Relief
41	85	N/A	B-Exh. 231	Transcript of Hearing held on November 13, 2006
42	N/A	45	B-Exh. 186	November 27, 2007 Second Scheduling Order With Respect to Pending Adversary Proceeding Commenced By Debtor Santa Fe Minerals, Inc.
43	88	N/A	B-Exh. 141	November 29, 2006 First Interim Application of Stevens & Lee, P.C. for Allowance and Payment of Compensation and Reimbursement of Expenses as Counsel to the Debtors for the Period August 16, 2006 through October 31, 2006 (15375 Memorial Corporation)
44	89	N/A	B-Exh. 142	November 30, 2006 Monthly Operating Report (October, 2006) (15375 Memorial Corporation)
45	90	N/A	B-Exh. 143	November 30, 2006 Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization (15375 Memorial Corporation)

46	91	N/A	N/A	December 12, 2006 Objection of BEPCO, L.P., f/k/a Bass Enterprises Production Company to the First Interim Application of Stevens & Lee, P.C. for Allowance and Payment of Compensation and Reimbursement of Expenses as Counsel to the Debtors for the Period August 16, 2006 through October 31, 2006
47	93	N/A	B-Exh. 144	December 19, 2006 Monthly Operating Report (November, 2006) (15375 Memorial Corporation)
48	97	N/A	B-Exh. 145	December 27, 2006 Order Approving First Interim Application Of Stevens & Lee, P.C. For Allowance And Payment Of Compensation And Reimbursement Of Expenses As Counsel To The Debtors For The Period August 16, 2006 Through October 31, 2006
49	99	N/A	B-Exh. 146	December 29, 2006 Order With Respect to Debtors' Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization
50	100	N/A	N/A	December 29, 2006 Motion of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services, Inc. and Entities, Holdings, Inc. to Dismiss BEPCO, L.P.'s f/k/a Bass Enterprises Production Company, Motion for Modification of the Automatic Stay Under 11 U.S.C. § 362

51	101	N/A	N/A	January 2, 2007 Debtors' Joinder to Motion to Dismiss Relief from Stay Motion Filed by BEPCO, L.P., f/k/a Bass Enterprises Production Company
52	102	49	B-Exh. 147	January 9, 2007 Order Regarding Discovery And Adjourning Evidentiary Hearing
53	112	65	B-Exh. 148	January 16, 2007 Order Approving Confidentiality And Non-Disclosure Agreement, and Confidentiality And Non-Disclosure Agreement Attached As Exhibit "A" thereto
54	N/A	67	B-Exh. 187	January 17, 2007 Fourth Scheduling Order With Respect to Pending Adversary Proceeding commenced by Debtor Santa Fe Minerals, Inc. and the Motions Filed by BEPCO, L P. f/k/a Bass Enterprises Production Company on September 29, 2006
55	N/A	77	B-Exh. 188	January 26, 2007 Order Regarding Discovery
56	132	N/A	B-Exh. 149	January 30, 2007 Monthly Operating Report (December, 2006) (15375 Memorial Corporation)
57	N/A	84	B-Exh. 189	February 8, 2007 Order Regarding Discovery And Related Issues



58	135	N/A	B-Exh. 150	February 12, 2007 Motion to Allow for an Order (I) Establishing Bar Dates for Filing Proofs of Claim; (II) Approving Proof of Claim Form; (III) Approving Bar Date Notice; (IV) Approving Mailing and Publication Procedures; And (V) Providing Certain Other Relief (15375 Memorial Corporation)
59	139	N/A	N/A	February 20, 2007 Limited Objection of BEPCO, L.P., f/k/a Bass Enterprises Production Company, to Debtors' Motion for an Order (I) Establishing Bar Dates for Filing Proofs of Claim; (II) Approving Proof of Claim Form; (III) Approving Bar Date Notice; (IV) Approving Mailing and Publication Procedures; And (V) Providing Certain Other Relief
60	146	N/A	B-Exh. 151	February 26, 2007 Order Granting Debtors' Motion For Extension Of Exclusive Periods To File Plans Of Reorganization And To Solicit Acceptances Of Plans Of Reorganization
61	148	N/A	B-Exh. 152	February 27, 2007 Monthly Operating Report (January, 2007) (15375 Memorial Corporation)
62	149	N/A	B-Exh. 153	February 27, 2007 Order (I) Establishing Bar Dates For Filing Proofs Of Claim, (II) Approving Proof Of Claim Form, (III) Approving Bar Date Notices, (IV) Approving Mailing And Publication Procedures, And (V) Providing Certain Other Relief

63	152	N/A	B-Exh. 154	March 13, 2007 Second Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization (15375 Memorial Corporation)
64	159	N/A	B-Exh. 155	March 22, 2007 Monthly Operating Report (February, 2007) (15375 Memorial Corporation)
65	161	99	B-Exh. 232	Transcript of Hearing held on March 21, 2007
66	174	N/A	N/A	April 16, 2007 Amended Schedule F – Creditors Holding Unsecured Nonpriority Claims (15375 Memorial Corporation)
67	177	N/A	N/A	April 17, 2007 Declaration Concerning Debtors' Amended Schedules (15375 Memorial Corporation)
68	178	N/A	N/A	April 18, 2007 Objection of BEPCO, L.P., f/k/a Bass Enterprises Production Company to Debtors' Second Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances Thereof
69	184	N/A	B-Exh. 240	April 25, 2007 Monthly Operating Report (March, 2007) (15375 Memorial Corporation)

70	187	N/A	B-Exh. 156	April 25, 2007 Order (I) Determining That Proofs of Claim of BEPCO, L.P., f/k/a Bass Enterprises Production Company Need Not Attach Copy of Confidential Settlement Agreement In Tebow Litigation Or Disclose Confidential Terms Thereof, (II) Approving Confidentiality Protections And (III) Granting Related Relief
71	188	N/A	B-Exh. 157	April 25, 2007 Order Granting Debtors' Second Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization
72	N/A	102	B-Exh. 190	May 15, 2007 Scheduling Order (FIFTH) With Respect to Pending Adversary Proceeding Commenced by Debtor Santa Fe Minerals, Inc. and the Motions Filed by BEPCO, L.P. f/k/a Bass Enterprises Production Company on September 29, 2006
73	193	N/A	B-Exh. 158	May 22, 2007 Third Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization (15375 Memorial Corporation)
74	195	N/A	B-Exh. 233	Transcript of Hearing held on April 25, 2007

75	196	N/A	N/A	May 31, 2007 Objection of BEPCO, L.P., f/k/a Bass Enterprises Production Company, to Debtors' Third Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization
76	198	N/A	B-Exh. 159	June 1, 2007 Monthly Operating Report (April, 2007) (15375 Memorial Corporation)
77	201	N/A	B-Exh. 160	June 6, 2007 Order Granting Debtors' Motion for Extension of Exclusive Periods to File Plans of Reorganization and to Solicit Acceptances of Plans of Reorganization
78	204	N/A	B-Exh. 234	Transcript of Hearing held on June 6, 2007
79	205	N/A	B-Exh. 160A.	Monthly Operating Report (May 2007) (15375 Memorial Corporation)
80	N/A	110	N/A	July 3, 2007 Order (With Revisions) Approving Stipulation and Agreement Providing Continuance of Pending Litigation and Addressing Related Matters
81	212	N/A	B-Exh. 231A.	Transcript of Hearing held on February 27, 2007
82	217	N/A	B-Exh. 160B.	Monthly Operating Report (June 2007) (15375 Memorial Corporation)
83	221	N/A	B-Exh. 160C.	Monthly Operating Report (July 2007) (15375 Memorial Corporation)

84	222	N/A	B-Exh. 160D.	Debtors' Joint Plan of Liquidation, filed August 28, 2007
85	225	115	N/A	September 10, 2007 Proposed Final Pretrial Order With Respect To (I) Motion For Preliminary And Injunctive Relief (Adversary D.I. 3); (II) Bass Motion To Dismiss And For Other Relief (D.I. 21); And (III) Bass Motion For Modification Of The Automatic Stay
86	233	123	N/A	September 13, 2007 Pre-Trial Brief Of BEPCO, L.P.
87	234	124	N/A	September 13, 2007 Debtors' Pre-Trial Brief In Connection With Contested Matters Scheduled For Trial On September 17, 2007
88	235	N/A	N/A	September 13, 2007 Supplemental Brief In Opposition To Motions Of BEPCO, L.P., f/k/a Bass Enterprises Production Company For Orders (I)(A) Dismissing Or Converting Cases To Chapter 7 Cases, Or (B) Appointing A Chapter 11 Trustee, Or (C) Appointing An Examiner, And (II) For Modification Of The Automatic Stay Under 11 U.S.C. § 362
89	239	N/A	N/A	Transcript Of Hearing held on September 12, 2007
90	240	128	N/A	September 17, 2007 Final Joint Pre-Trial Order With Respect To (I) Motion For Preliminary And Injunctive Relief (Adversary D.I. 3); (II) Bass Motion To Dismiss And For Other Relief (D.I. 21); And (III) Bass Motion For Modification Of The Automatic Stay

91	243	N/A	N/A	September 21, 2007 Debtors' Motion For Summary Judgment With Respect To Proofs Of Claim Filed By BEPCO, L.P. f/k/a Bass Enterprises Production Company
92	249	137	N/A	September 26, 2007 Post-Trial Order With Respect To Matters Tried On September 17-18, 2007 And With Respect To Other Pending Matters
93	250	138	N/A	Transcript Of Hearing held on September 17, 2007
94	251	139	N/A	Transcript Of Hearing held on September 18, 2007
95	253	N/A	N/A	October 9, 2007 Debtors' Fourth Motion For Extension Of Their Exclusive Periods Under 11 U.S.C. § 1121(d)
96	256	141	N/A	October 19, 2007 GlobalSantaFe Entities' Proposed Findings Of Fact And Conclusions Of Law With Respect To Those Matters Heard On September 17-18, 2007
97	257	142	N/A	October 20, 2007 BEPCO, L.P., f/k/a Bass Enterprises Production Company's Post-Trial Brief

98	259	140	N/A	October 22, 2007 Proposed Findings Of Fact And Conclusions Of Law Submitted By Debtors In Connection With (I) Motion For Preliminary Injunctive Relief (Adversary D.I. 3); (II) Bass Motion To Dismiss And For Other Relief (D.I. 21); And (III) Bass Motion For Modification Of The Automatic Stay (D.I. 23)
99	262	N/A	N/A	October 22, 2007 Order Granting Debtors' Fourth Motion For Extension Of Their Exclusive Periods Under 11 U.S.C. § 1121(d)
100	267	147	N/A	November 2, 2007 Debtors' Post-Trial Brief Submitted In Connection With (I) Debtors' Motion For Preliminary Injunctive Relief (Adversary D.I. 3); (II) Bass Motion To Dismiss And For Other Relief (D.I. 21); And (III) Bass Motion For Modification Of The Automatic Stay (D.I. 23)
101	268	148	N/A	November 2, 2007 BEPCO, L.P., f/k/a Bass Enterprises Production Company's Reply To (I) Debtors' Proposed Findings Of Fact And Conclusions Of Law And (II) GSF Entities' Proposed Findings Of Fact And Conclusions Of Law
102	269	149	N/A	November 2, 2007 GlobalSantaFe Entities' Response To BEPCO, L.P., f/k/a Bass Enterprises Production Company's Post-Trial Brief



103	272	152	N/A	November 7, 2007 Notice Of Completion Of Post-Trial Submissions With Respect To Matters Tried On September 17-18, 2007; And, Debtors' Request For Argument
104	291	164	N/A	February 15, 2008 Findings Of Fact And Conclusions Of Law
105	292	165	N/A	February 15, 2008 Order Re: Findings Of Fact And Conclusions Of Law
106	295	N/A	N/A	February 25, 2008 Amended Scheduling Order
107	296	169	N/A	February 25, 2008 Debtors' Motion (I) Under Fed. R. Bankr. P. 7052, 9023 And 9024 For Clarification And/Or Reconsideration And/Or Amendment Of The Court's February 15, 2008, Findings Of Fact And Conclusions Of Law And Related Order; And (II) Under Fed. R. Bankr. P. 7062 And 8005, For Entry Of An Order Staying Effectiveness Of The Court's Findings Of Fact And Conclusions Of Law And Related Order Pending Resolution Of This Motion And/Or Any Related Appeal

108	297	170	N/A	February 25, 2008 Joinder Of Debtors To Motion Of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services, Inc. And Entities Holdings, Inc. For Joinder In Debtors' (I) Motion For Clarification And/Or Reconsideration Of The Court's February 15, 2008 Findings Of Fact And Conclusions Of Law And Related Order; And (II) Motion For Entry Of An Order Staying Effectiveness Of The Court's Findings Of Fact And Conclusions Of Law And Related Order Pending Resolution Or This Motion And/Or Any Related Appeal
109	298	171	N/A	February 25, 2008 Motion Of GlobalSantaFe Corporation, GlobalSantaFe Corporate Services, Inc., And Entities Holding, Inc. For Joinder In Debtors' Motion For Clarification And/Or Reconsideration Of The Court's February 15, 2008 Findings Of Fact And Conclusions Of Law And Related Order; And Motion For Entry Of An Order Staying Effectiveness Of The Court's Findings Of Fact And Conclusions Of Law And Related Order Pending Resolution Or This Motion And/Or Any Related Appeal

110	299	172	N/A	February 25, 2008 Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company For Entry Of An Order (I) Granting Reconsideration, In Part, Of the Court's Opinion And Order, Each Dated February 15, 2008; (II) Upon Reconsideration, (A) Vacating That Portion Of The Opinion And Order Denying The BEPCO Dismissal Conversion Motion And (B) Amending The Opinion And Order To Grant The Relief Requested In the BEPCO Dismissal/Conversion Motion; And (III) Granting Related Relief
111	303	175	N/A	Letter To The Honorable Kevin Gross Dated March 7, 2008
112	304	176	N/A	March 14, 2008 Objection Of BEPCO, L.P., f/k/a Bass Enterprises Production Company To Motions Of Debtors And GSF Entities For Clarification And/Or Reconsideration And/Or Amendment Of Court's Opinion And Order, Each Dated February 15, 2008 (Bankr. D.I. 291 & 292; Adv. D.I. 164 & 165), And For Stay Of Effectiveness Of Opinion And Order

113	305	177	N/A	March 14, 2008 Debtors' Response In Opposition To Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company For Entry Of An Order (I) Granting Reconsideration, In Part, Of the Court's Opinion And Order, Each Dated February 15, 2008; (II) Upon Reconsideration, (A) Vacating That Portion Of The Opinion And Order Denying The BEPCO Dismissal Conversion Motion And (B) Amending The Opinion And Order To Grant The Relief Requested In the BEPCO Dismissal/Conversion Motion; And (III) Granting Related Relief
114	306	178	N/A	GSF Entities' Response To Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company For Entry Of An Order (I) Granting Reconsideration, In Part, Of the Court's Opinion And Order, Each Dated February 15, 2008; (II) Upon Reconsideration, (A) Vacating That Portion Of The Opinion And Order Denying The BEPCO Dismissal Conversion Motion And (B) Amending The Opinion And Order To Grant The Relief Requested In the BEPCO Dismissal/Conversion Motion; And (III) Granting Related Relief
115	308	180	N/A	March 17, 2008 Letter Regarding Forum Issues
116	309	181	N/A	Letter To The Honorable Kevin Gross – Dated 3/17/08

117	311	183	N/A	March 20, 2008 Debtors' Reply To Objection Of BEPCO, L.P., f/k/a Bass Enterprises Production Company To Motion Of Debtors And GSF Entities For Clarification And/Or Reconsideration And/Or Amendment Of Court's Opinion And Order, Each Dated February 15, 1008 (Bankr. D.I. 291 & 292; Adv. D.I. 164 & 165), And For Stay Of Effectiveness Of Opinion And Order
118	312	184	N/A	March 20, 2008 Reply In Support Of Motion Of GlobalSantaFe Corporation, GlobalSantaFe Services, Inc. And Entities Holding, Inc. For Joinder In Debtors' Motion For Clarification And/Or Reconsideration Of the Court's February 15, 2008 Findings Of Fact And Conclusions Of Law And Related Order; And Motion For Entry Of An Order Staying Effectiveness Of The Court's Findings Of Fact And Conclusions Of Law And Related Order Pending Resolution Of This Motion And/Or Any Related Appeal

119	313	185	N/A	March 20, 2008 Reply In Further Support Of Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company For Entry Of An Order (I) Granting Reconsideration, In Part, Of the Court's Opinion And Order, Each Dated February 15, 2008; (II) Upon Reconsideration, (A) Vacating That Portion Of The Opinion And Order Denying The BEPCO Dismissal Conversion Motion And (B) Amending The Opinion And Order To Grant The Relief Requested In the BEPCO Dismissal/Conversion Motion; And (III) Granting Related Relief
120	315	187	N/A	March 24, 2008 Letter Regarding Litigation
121	319	190	N/A	March 28, 2008 Letter To The Honorable Kevin Gross
122	321	191	N/A	April 3, 2008 Letter Response To Debtors' March 28, 2008 Letter
123	323	193	N/A	April 16, 2008 Memorandum Opinion On Reargument
124	324	194	N/A	April 16, 2008 Order Re: Memorandum Opinion On Reargument
125	326	196	N/A	April 21, 2008 Order Re: Debtors' Motion To Stay Pending Appeal And Joinder By GSF Entities
126	329	197	N/A	April 28, 2008 Notice Of Appeal Re: Bankr. D.I. 291, 292 & Adv. D.I. 164, 165
127	330	198	N/A	April 28, 2008 Notice Of Appeal Re: Bankr. D.I. 323, 324 & Adv. D.I. 193, 194

128	N/A	N/A	N/A	Docket Report from Case No. 06-10859 (KG) from August 16, 2006 through May 8, 2008
129	N/A	N/A	N/A	Docket Report from Adv. Pro. No. 06-50822 (KG) from August 16, 2006 through May 8, 2008

**Bankruptcy Pleadings From Bankr. Case No. 06-10860**

<u>TAB NO.</u>	<u>D.I. NO.</u>	<u>TRIAL EXHIBIT NO.</u>	<u>DESCRIPTION OF PLEADING/EVIDENCE</u>
130	1	B-Exh. 162	August 16, 2006 Chapter 11 Voluntary Petition (Santa Fe Minerals, Inc.)
131	6	B-Exh. 163	August 22, 2006 Combined List of Creditors Holding 20 Largest Unsecured Claims (Santa Fe Minerals, Inc.)
132	19	B-Exh. 164	September 15, 2006 Schedules of Assets and Liabilities (Santa Fe Minerals, Inc.)
133	19	B-Exh. 165	September 15, 2006 Statements of Financial Affairs (Santa Fe Minerals, Inc.)
134	21	B-Exh. 166	October 4, 2006 Initial Monthly Operating Report (Santa Fe Minerals, Inc.)
135	22	B-Exh. 167	October 9, 2006 Amended Schedule F – Creditors Holding Unsecured Nonpriority Claims (Santa Fe Minerals, Inc.)



136	24	B-Exh. 168	October 9, 2006 Amended Schedule B – Personal Property (Santa Fe Minerals, Inc.)
137	25	B-Exh. 169	October 17, 2006 Monthly Operating Report (August, 2006) (Santa Fe Minerals, Inc.)
138	26	B-Exh. 170	October 18, 2006 Monthly Operating Report (September, 2006) (Santa Fe Minerals, Inc.)
139	27	B-Exh. 171	November 30, 2006 Monthly Operating Report (October, 2006) (Santa Fe Minerals, Inc.)
140	28	B-Exh. 172	December 19, 2006 Monthly Operating Report (November, 2006) (Santa Fe Minerals, Inc.)
141	30	B-Exh. 173	January 30, 2007 Monthly Operating Report (December, 2006) (Santa Fe Minerals, Inc.)
142	31	B-Exh. 174	February 27, 2007 Monthly Operating Report (January, 2007) (Santa Fe Minerals, Inc.)
143	32	B-Exh. 175	March 22, 2007 Monthly Operating Report (February 2007, 2006) (Santa Fe Minerals, Inc.)
144	34	B-Exh. 176	April 25, 2007 Monthly Operating Report (March, 2007) (Santa Fe Minerals, Inc.)
145	35	B-Exh. 177	June 1, 2007 Monthly Operating Report (April, 2007) (Santa Fe Minerals, Inc.)
146	36	B-Exh. 177A.	Monthly Operating Report (May 2007) (Santa Fe Minerals, Inc.)
147	37	B-Exh. 177B.	Monthly Operating Report (June 2007) (Santa Fe Minerals, Inc.)

148	38	B-Exh. 177C.	Monthly Operating Report (July 2007) (Santa Fe Minerals, Inc.)
149	N/A	N/A	Docket Report from Case No. 06-10860 (KG) from August 16, 2006 through May 8, 2008

**Various Bankruptcy Documents**

<b><u>TAB NO.</u></b>	<b><u>TRIAL EXHIBIT NO.</u></b>	<b><u>DESCRIPTION OF PLEADING/EVIDENCE</u></b>
150	B-Exh. 208	October 4, 2006 Proof of Claim filed by Harris County/City of Houston (Claim No. 1)
151	B-Exh. 209	October 4, 2006 Proof of Claim filed by City of South Houston (Claim No. 2)
152	B-Exh. 210	October 4, 2006 Proof of Claim filed by North Forest ISD (Claim No. 3)
153	B-Exh. 211	October 4, 2006 Proof of Claim filed by Liberty County (Claim No. 4)
154	B-Exh. 212	October 4, 2006 Proof of Claim filed by Cypress-Fairbanks ISD (Claim No. 5)
155	B-Exh. 213	October 4, 2006 Proof of Claim filed by Katy ISD (Claim No. 6)
156	B-Exh. 214	April 5, 2007 Proof of Claim filed by Michael Pisani & Associates (Claim No. 7)
157	B-Exh. 215	April 6, 2007 Proof of Claim filed by Estate of Michael Toria (Claim No. 8)
158	B-Exh. 216	April 13, 2007 Proof of Claim filed by Kean Miller Law Firm (Claim No. 9)
159	B-Exh. 217	April 16, 2007 Proof of Claim filed by GlobalSantaFe Corporation (Claim No. 10)

160	B-Exh. 218	April 16, 2007 Proof of Claim filed by GlobalSantaFe Corporation (Claim No. 11)
161	B-Exh. 219	April 16, 2007 Proof of Claim filed by Entities Holding Inc (Claim No. 12)
162	B-Exh. 220	April 16, 2007 Proof of Claim filed by Entities Holding Inc (Claim No. 13)
163	B-Exh. 221	April 16, 2007 Proof of Claim filed by GlobalSantaFe Corporation (Claim No. 14)
164	B-Exh. 222	April 16, 2007 Proof of Claim filed by GlobalSantaFe Corporation (Claim No. 15)
165	B-Exh. 223	April 6, 2007 Proof of Claim filed by Estate of Wayne Sinz (Claim No. 16)
166	B-Exh. 224	April 12, 2007 Proof of Claim filed by Noble Energy Inc (Claim No. 17)
167	B-Exh. 225	April 27, 2007 Proof of Claim filed by BEPCO LP/Bass Enterprises Production Co. (Claim No. 18)
168	B-Exh. 226	April 27, 2007 Proof of Claim filed by BEPCO LP/Bass Enterprises Production Co. (Claim No. 19)
169	B-Exh. 227	As of June 22, 2007 Consolidated Claims Register related to Case No. 06-10859 (KG) (Covers both 15375 Memorial Corporation and Santa Fe Minerals, Inc.)
170	B-Exh. 228	Transcript of 341(a) Meeting held on September 21, 2006
171	B-Exh. 235	January 1, 2002 Master Intercompany Labor and Services Agreement executed by GlobalSantaFe Corporate Services, Inc. and Contracting Parties (and Appendix A thereto)
172	B-Exh. 236	January 1, 2006 Amendment to Master Intercompany Services Agreement (and Appendix A thereto)

173	B-Exh. 237	November 10, 2006 E-Mail from Honorable Kevin Gross to Parties
174	--	Transcript of Hearing held December 19, 2006
175	--	Transcript of Hearing held March 25, 2008
176	--	Transcript of Hearing held April 18, 2008

**Additional Trial Exhibits**

<b><u>TAB NO.</u></b>	<b><u>TRIAL EXHIBIT NO.</u></b>	<b><u>DESCRIPTION OF PLEADING/EVIDENCE</u></b>
177	B-Exh. 14	April 18, 2005 Tebow v Bradex Oil, et al. Petition for Damages
178	B-Exh. 15	July 1, 2005 First Supplemental Petition for Damages
179	B-Exh. 16	November 17, 2005 Tebow v. Bradex Case Management Order
180	B-Exh. 17	December 19, 2005 Second Supplemental and Amending Petition for Damages with Order
181	B-Exh. 18	February 3, 2006 Santa Fe's Exceptions, Answers, and Affirmative Defenses to Plaintiffs' Petition for Damages and Plaintiffs' First and Second Supplemental and Amending Petitions for Damages
182	B-Exh. 25	May 19, 2006 Third Supplemental and Amending Petition for damages
183	B-Exh. 38	August 17, 2006 Santa Fe's Suggestion of Bankruptcy

184	B-Exh. 39	August 16, 2006 Motion & Order to Dismiss Santa Fe
185	B-Exh. 40	August 22, 2006 Bass Enterprises Production Company's Exceptions and Answer and Third-Party Petition
186	B-Exh. 41	August 23, 2006 Opposition and Objection to Order Granting Leave to File Third Party Demand and Order Striking the Third-Party Petition Bass Enterprises Production Co.
187	B-Exh. 42	August 25, 2006 Motion to Reinstate Third Party Demand Filed by Bass Enterprises Production Co. and Alternatively, For Leave to File Third Party Demand and To Upset Trial Date
188	B-Exh. 43	August 30, 2006 Correspondence from Stevens & Lee (counsel for Santa Fe Minerals and Memorial) concerning Bass' Third Party Petition and possible violation of Bankruptcy court's automatic stay
189	B-Exh. 45	September 22, 2006 Tebow v. Bradex Case Management Order
190	B-Exh. 46	October 19, 2006 Letter from Bass's Counsel to Judge Bennett regarding Bankruptcy Court
191	B-Exh. 47	October 20, 2006 Excerpt from Transcript of State Court Hearing regarding Bankruptcy Court, pp.1-8, 12
192	B-Exh. 50	Effective February 26, 2007 Settlement Agreement
193	B-Exh. 51	Correspondence May 2, 2007 Notice of Release and Assignment with attached correspondence and recording page 01586 – 01595 Release Signed March 26, 2007 (a) Joint Motion to Dismiss with Prejudice 01596 – 01597 (b) Judgment – March 30, 2007 – 01598

194	B-Exh. 52	Various Dates: Civil Case Ledger Report for Tebow v. Bradex Case
195	B-Exh. 53	March 30, 2007 Evidence of Wire Transfer of Settlement Funds to Tebow Plaintiffs by BEPCO, LP (f/k/a Bass Enterprises Production Co.)
196	B-Exh. 66	March 7, 2006 SEC filing, form 10-K, GlobalSantaFe Corp – GSF for period ending Dec. 31, 2005 (Annual Report)
197	B-Exh. 67	February 28, 2007 SEC filing, form 10-K, GlobalSantaFe Corp – GSF for period ending Dec. 31, 2006 (Annual Report)
198	B-Exh. 73	August 4, 2006 10-Q of GlobalSantaFe Corporation Quarter ending on June 20, 2006
199	B-Exh. 78	November 1, 1973 – 76 The Home Ins. Co, Policy # HEC4495291/CGL & Excess
200	B-Exh. 79	July 1, 1974 – 77 Stonewall Ins. Co., Policy # 12662/CGL
201	B-Exh. 80	July 1, 1975 – 76 USF&G Policy # 80-78991/CGL & Excess
202	B-Exh. 81	December 1, 1976 – 79 Granite State, Policy # 80-88771/CGL
203	B-Exh. 82	July 1, 1975 – June 30, 1976 London Market Policy No. WSLT 75-017
204	B-Exh. 83	July 1, 1976 – July 1, 1977 London Market Policy No. JHB-CJP-318,
205	B-Exh. 84	London Market Policy No. JHB-CJB-331, July 1, 1977-July 1, 1978
206	B-Exh. 85	London Market Policy No. JHB-CJB-353, July 1, 1978-July 1, 1979
207	B-Exh. 86	London Market Policy No. JHB-CJB-373, July 1, 1979-July 1, 1980

208	B-Exh. 87	London Market Policy No. JHB-CJP-391, July 1, 1980-July 1, 1981
209	B-Exh. 88	London Market Policy No. JHB-CJP-403, July 1, 1981-July 1, 1982
210	B-Exh. 89	London Market Policy No. JHB-CJP-421, July 1, 1982-July 1, 1983
211	B-Exh. 90	London Market Policy No. JHB-CJB-430, July 1, 1983-July 1, 1986
212	B-Exh. 91	London Market Policy No. JHB-CJB-441, July 1, 1984-July 1, 1985
213	B-Exh. 92	London Market Policy No. JHB-CJP-456, June 1, 1986-June 1, 1988
214	B-Exh. 93	London Market Policy No. JHB-CJP-484(C), June 1, 1986-June 1, 1987
215	B-Exh. 94	London Market Policy No. JHB-CJP-501(C), June 1, 1987-June 1, 1988
216	B-Exh. 95	London Market Policy No. JHB-CJP-547(C), June 1, 1988-June 1, 1989
217	B-Exh. 96	London Market Policy No. JHB-CJP-598(C), June 1, 1989-June 1, 1991
218	B-Exh. 97	July 18, 2006 Letter from Cyndi Featherston to AON Risk Services regarding Tebow litigation and asking that AON put all underwriters on notice; attached chart listing insurance companies, including Lloyds, National Union Fire, Stonewall, Highlands, Granite State, AETNA



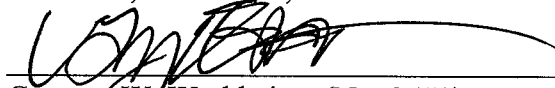
219	B-Exh. 98	July 18, 2006 Letters from Cyndi Featherston to following insurance companies with notice of Tebow Claim: St Pal Travelers, Stonewall Insurance, Federal Insurance Co (Chubb Group), Twin City Fire Insurance, Highlands Insurance Co., National Union Fire Insurance Co.,
220	B-Exh. 99	July 18, 2006 Letters from Cyndi Featherston to Burnett & Co. and McGriff, Seibels & Williams
221	B-Exh. 100	August 2, 2006 Letter from The Hartford to Cyndi Featherston
222	B-Exh. 101	August 3, 2006 Letter from Burnett & Co. to Cyndi Featherston
223	B-Exh. 102	August 8, 2006 Letter to Cyndi Featherston from Chubb Group of Insurance companies, advising that it would share defense costs with other insurance companies on a pro rata basis, subject to a reservation of rights
224	B-Exh. 103	August 21, 2006 Letter to Cyndi Featherston from AIG, advising that claim has been assigned to environmental claim examiner Fabio LoMagno
225	B-Exh. 104	August 24, 2006 Letter from Cyndi Featherston to Stonewall Insurance regarding Tebow Claim
226	B-Exh. 105	September 27, 2006 Letter to Cyndi Featherston from AIG Domestic Claims, Inc., advising that it would provide a defense from the date of notice and reserving the right to recoup costs if investigation revealed a basis to do so
227	B-Exh. 106	October 6, 2006 Letter to Cyndi Featherston from The Hartford, asking for information on all GlobalSantaFe companies
228	B-Exh. 107	Various Date: Email exchange between from (Renee Glidewell) and Cyndi Featherston regarding insurance carriers for Santa Fe International with attached spread sheet of insurance underwrites including LLOYDS

229	B-Exh. 108	October 9, 2006 Letter to Cyndi Featherston from AON regarding notice of Tebow claim sent to insurance carriers, with attached letters to carriers, including Old Republic, London Market, AIG, Stonewall, Highlands, AETNA/ St Paul Travelers. New Hampshire, The Home,
230	B-Exh. 109	October 27, 2006 Letter to Cyndi Featherston from Highlands (in receivership)
231	B-Exh. 110	January 8, 2007 Letter from Cyndi Featherston to insurance carriers with attached information on corporate history of Santa Fe (from Andover through dissolution)
232	B-Exh. 111	January 22, 2007 Email to Cyndi Featherston from McGriff (broker) with comments from London Market
233	B-Exh. 112	February 22, 2007 POC filed in Highlands Liquidation
234	B-Exh. 113	May 4, 2007 Letter from Cyndi Featherston to AIG Domestic Claims, Inc. regarding Tebow Litigation
235	B-Exh. 114	May 4, 2007 Letter from Cyndi Featherstone to Chubb Group of Insurance Companies regarding Tebow Litigation
236	B-Exh. 115	May 30, 2007 Letter from Cyndi Featherston to AON Risk Services regarding Tebow Litigation
237	B-Exh. 116	Various Dates: Letters from Cyndi Featherstone to various insurance companies regarding Sinz and Troia Cases
238	B-Exh. 116A.	May 30, 2007 Letter from Cyndi Featherston to Renee Glidwell at AON with attached insurance information
239	B-Exh. 116B.	Various letters from Cyndi Featherston of Santa Fe and replies of insurance carriers regarding Sinz and Troia Claims

240	B-Exh. 117	April 2, 2007 Settlement Agreement and Release in Ellison Case (p. 58 of Agreement shows release of Santa Fe Entities)
241	B-Exh. 241.	Roster of Directors and Officers of 15375 Memorial Corporation
242	D-Exh. 74	Demonstrative Exhibit re: Results of Insurance Review/Summary of Documents Produced to Bass

Dated: Wilmington, Delaware  
May 8, 2008

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